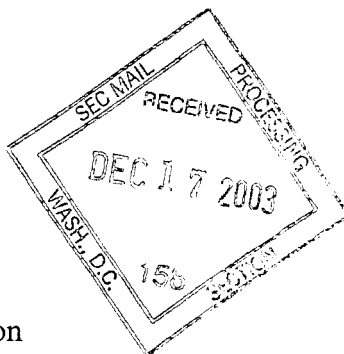




東方有色集團有限公司\*  
**ONFEM HOLDINGS LIMITED**  
(Incorporated in Bermuda with limited liability)

1<sup>st</sup> December, 2003



SUPPL

Securities and Exchange Commission  
450 Fifth Street, N.W.  
Washington, D.C. 20549  
U.S.A.

**BY AIRMAIL**

**SEC FILE NO. 82-3735**



03045257

Dear Sirs,

**Re: ONFEM Holdings Limited (the "Company")**

- **Information furnished pursuant to Rule 12g3-2(b)  
Under the Securities Exchange Act of 1934 (the "Act")**

In order to maintain the Company's exemption from Section 12(g) of the Act pursuant to Rule 12g(3)-2(b) under the Act, we submit herewith two copies of each of two announcements of the Company dated 26<sup>th</sup> November, 2003 and 28<sup>th</sup> November, 2003 respectively.

The enclosed documents that are in Chinese substantially restate the information appearing elsewhere in English.

Yours faithfully,  
For and on behalf of  
ONFEM HOLDINGS LIMITED

Eva Siu  
Enclosures

PROCESSED  
JAN 13 2004  
THOMSON  
FINANCIAL

*The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this announcement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**China Minmetals H.K.  
(Holdings) Limited**

*(Incorporated in Hong Kong with limited liability)*



**ONFEM Holdings Limited**

*(Incorporated in Bermuda with limited liability)*

**June Glory International Limited**

*(Incorporated in the British Virgin Islands with limited liability)*

**Mandatory unconditional cash offer by  
BNP Paribas Peregrine  
on behalf of June Glory for all the Shares  
(other than those already owned or agreed to be acquired by  
June Glory or parties acting in concert with it)**

**RESULTS OF THE OFFER**

As at 4:00 p.m. on Wednesday, 26th November, 2003, being the latest time for acceptances of the Offer, June Glory had received acceptances in respect of 575,924 Shares, representing approximately 0.07% of the issued share capital of the Company, in aggregate. Accordingly, when aggregated with the 416,009,928 Shares, representing approximately 53.87% of the issued share capital of the Company already held, controlled or directed by June Glory and parties acting in concert with it at the commencement of the Offer, June Glory and parties acting in concert with it, currently hold 416,585,852 Shares, representing approximately 53.95% of the issued share capital of the Company. Approximately 46.05% of the issued share capital of the Company is in public hands immediately after the closing of the Offer. Save as the 575,924 Shares accepted during the period of the Offer, June Glory and parties acting in concert with it have not acquired or agreed to acquire any additional Shares.

The Offer has closed at 4:00 p.m. on Wednesday, 26th November, 2003 and no further acceptances will be accepted.

It is the intention of June Glory that the listing of the Shares on the Stock Exchange be maintained. As the public float of the Shares is approximately 46.05% of its existing issued share capital, the Company has sufficient public float of the Shares for the purpose of the Listing Rules.

Reference is made to the composite offer document of the Company, June Glory and Minmetals HK dated 5th November, 2003 (the "Document"). Terms defined in the Document shall have the same meanings when used herein unless the context requires otherwise.

**RESULTS OF THE OFFER**

As at 4:00 p.m. on Wednesday, 26th November, 2003, being the latest time for acceptances of the Offer, June Glory had received acceptances in respect of 575,924 Shares, representing approximately 0.07% of the issued share capital of the Company, in aggregate.

Accordingly, when aggregated with the 416,009,928 Shares, representing approximately 53.87% of the issued share capital of the Company already held, controlled or directed by June Glory and parties acting in concert with it at the commencement of the Offer, June Glory and parties acting in concert with it, currently hold 416,585,852 Shares, representing approximately 53.95% of the issued share capital of the Company. Approximately 46.05% of the issued share capital of the Company is in public hands immediately after the closing of the Offer. Save as the 575,924 Shares accepted during the period of the Offer, June Glory and parties acting in concert with it have not acquired or agreed to acquire any additional Shares.

The Offer has closed at 4:00 p.m. on Wednesday, 26th November, 2003 and no further acceptances will be accepted.

**MAINTAINING THE LISTING OF THE COMPANY**

It is the intention of June Glory that the listing of the Shares on the Stock Exchange be maintained. As the public float of the Shares is approximately 46.05% of its existing issued share capital, the Company has sufficient public float of the Shares for the purpose of the Listing Rules.

By Order of the board of  
**China Minmetals H.K. (Holdings) Limited**  
Lin Xizhong  
Vice Chairman and Managing Director

By Order of the board of  
**ONFEM Holdings Limited**  
Wang Xingdong  
Managing Director

By Order of the board of  
**June Glory International Limited**  
Qian Wenchao  
Director

Hong Kong, 26th November, 2003

*The directors of Minmetals HK and June Glory jointly and severally accept full responsibility for the accuracy of the information contained in this announcement relating to Minmetals HK, June Glory, the Offer and BNP Paribas Peregrine and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement relating to Minmetals HK, June Glory, the Offer and BNP Paribas Peregrine have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*

*The directors of the Company (other than Mr. Li Shiming who has been temporarily suspended from duty since 4th February, 2002) jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than information relating to Minmetals HK, June Glory, the Offer and BNP Paribas Peregrine) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement (other than information relating to Minmetals HK, June Glory, the Offer and BNP Paribas Peregrine) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*

香港聯合交易所有限公司對本公佈之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示不會就本公佈全部或任何部份內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。



**中國五礦香港  
控股有限公司**

(於香港註冊成立之有限公司)



**ONFEM Holdings Limited  
東方有色集團有限公司\***

(於百慕達註冊成立之有限公司)

## **June Glory International Limited**

(於英屬處女群島註冊成立之有限公司)

由法國巴黎百富勤代表 June Glory 就所有股份  
(June Glory 或其一致行動人士經已擁有或經已同意收購之股份除外)  
提出強制性無條件現金要約

### **要約結果**

於二零零三年十一月二十六日(星期三)下午四時正(即接納要約之最後時間)，June Glory 合共收到 575,924 股接納要約之股份，佔公司已發行股本約 0.07%。因此，當合計 June Glory 及其一致行動人士於要約開始前經已擁有、控制及可指示之 416,009,928 股股份(佔公司已發行股本約 53.87%)，June Glory 及其一致行動人士現時合共持有 416,585,852 股股份，佔公司已發行股本約 53.95%。公眾人士於要約結束後持有公司已發行股本約 46.05%。除於要約期間接納之 575,924 股股份外，June Glory 及其一致行動人士概無收購或同意收購任何額外股份。

要約已於二零零三年十一月二十六日(星期三)下午四時正結束，之後將不會再接受接納要約的申請。

June Glory 有意維持股份於聯交所之上市地位。鑒於由公眾人士持有之股份數量佔其現時已發行股本約 46.05%，公司有足夠符合上市規則之公眾持股量。

謹此提述公司、June Glory 及香港五礦日期為二零零三年十一月五日之綜合要約文件(「該文件」)。除文義另有所指外，本公佈所採用之詞彙與該文件所界定者具相同涵義。

### **要約結果**

於二零零三年十一月二十六日(星期三)下午四時正(即接納要約之最後時間)，June Glory 合共收到 575,924 股接納要約之股份，佔公司已發行股本約 0.07%。

因此，當合計 June Glory 及其一致行動人士於要約開始前經已擁有、控制及可指示之 416,009,928 股股份(佔公司已發行股本約 53.87%)，June Glory 及其一致行動人士現時合共持有 416,585,852 股股份，佔公司已發行股本約 53.95%。公眾人士於要約結束後持有公司已發行股本約 46.05%。除於要約期間接納之 575,924 股股份外，June Glory 及其一致行動人士概無收購或同意收購任何額外股份。

要約已於二零零三年十一月二十六日(星期三)下午四時正結束，之後將不會再接受接納要約的申請。

### **維持公司之上市地位**

June Glory 有意維持股份於聯交所之上市地位。鑒於由公眾人士持有之股份數量佔其現時已發行股本約 46.05%，公司有足夠符合上市規則之公眾持股量。

承董事會命  
中國五礦香港  
控股有限公司  
副董事長兼總經理  
林錫忠

承董事會命  
ONFEM Holdings Limited  
東方有色集團有限公司\*  
董事總經理  
王幸東

承董事會命  
June Glory International Limited  
董事  
錢文超

香港，二零零三年十一月二十六日

\* 僅供識別

香港五礦及 June Glory 之董事在此共同及個別地就本公佈所載有關香港五礦、June Glory、要約及法國巴黎百富勤之資料之準確性承擔全部責任，並且已作出所有合理的查詢，在此確認據其所知，本公佈內所發表有關香港五礦、June Glory、要約及法國巴黎百富勤之意見乃經過適當及審慎的考慮後才達致的，並且確認本公佈並無遺漏其他事實，以致本公佈所載的任何內容有所誤導。

公司之董事(除於二零零二年二月四日起已暫停職務之李世銘先生外)在此共同及個別地就本公佈所載(關於香港五礦、June Glory、要約及法國巴黎百富勤之資料除外)的資料之準確性承擔全部責任，並且已作出所有合理的查詢，在此確認據其所知，本公佈內所發表(關於香港五礦、June Glory、要約及法國巴黎百富勤之資料除外)之意見乃經過適當及審慎的考慮後才達致的，並且確認本公佈並無遺漏其他事實，以致本公佈所載的任何內容有所誤導。



## ONFEM HOLDINGS LIMITED

*(Incorporated in Bermuda with limited liability)*

### ANNOUNCEMENT

The Board of Directors (the "Board") of ONFEM Holdings Limited (the "Company") announces that Mr. Gao Dezhu (高德柱) resigned as an Executive Director and the Chairman of the Company and Mr. Li Shiming (李世銘) resigned as an Executive Director and the Deputy Managing Director of the Company, both with effect from 27th November, 2003.

The Board of the Company is pleased to announce that Mr. Lin Xizhong (林錫忠) was elected as the Chairman of the Company with effect from 27th November, 2003 and extends its warmest welcome to Mr. Lin.

By Order of the Board  
**Siu Tin Ho**  
*Company Secretary*

Hong Kong, 28th November, 2003



**ONFEM HOLDINGS LIMITED**

**東方有色集團有限公司\***

(於百慕達註冊成立之有限公司)

**公 佈**

東方有色集團有限公司(「本公司」)董事會宣佈，高德柱先生辭任本公司執行董事兼主席及李世銘先生辭任本公司執行董事兼董事副總經理，生效日期均為二零零三年十一月二十七日。

本公司董事會欣然宣佈，林錫忠先生獲選為本公司之主席，生效日期為二零零三年十一月二十七日。本公司董事會對林先生表示熱烈歡迎。

承董事會命  
公司秘書  
蕭天好

香港，二零零三年十一月二十八日

\* 僅供識別